

January 17, 2017

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**BY U.S. FIRST-CLASS MAIL  
AND ELECTRONIC MAIL**

Matthew S. DelNero, Chief,  
Wireline Competition Bureau  
David G. Simpson, Rear Admiral, USN (Ret.), Chief,  
Public Safety and Homeland Security Bureau  
Federal Communications Commission  
445 12th Street SW  
Washington, D.C. 20554

**Re: Telephone Number Portability, et al.  
CC Docket No. 95-116; WC Docket Nos. 07-149, 09-109**

Dear Mr. DelNero and Rear Admiral (Ret.) Simpson:

This correspondence is in response to your letter dated January 6, 2017 (the “Letter”) regarding the Bureaus’ recommendations for reaching closure in the non-disclosure agreement negotiations between Neustar, Inc. (“Neustar”), the North American Portability Management LLC (“NAPM”), PricewaterhouseCoopers Advisory Services LLC, in its capacity as Transition Oversight Manager (the “TOM”), and Telcordia, d/b/a iconectiv (“iconectiv”) (the “NDA”). Although we object to the Bureaus’ overreach in this matter, Neustar delivered a revised NDA that should be reasonably acceptable to the other parties and resolve the matter. Nevertheless, Neustar responds for the record to various points made in the letter as follows.

The Letter contains a description of Neustar’s role in the negotiations that was disappointing given Neustar’s close coordination with the Commission staff during the negotiations of the NDA. The NDA is a private contract, and arises from a governing private Master Services Agreement (“MSA”) which is enforced by a mandatory private arbitration provision. Neustar closely coordinated in good faith and cooperation in the overall transition and revised certain terms of the draft NDA as part of direct discussions with the FCC staff to ensure the reasonableness of Neustar’s positions were acknowledged and understood.

The Letter opines that the November 22, 2016 draft of the NDA sent to Neustar by the NAPM, “presents a workable solution” and sets forth “a reasonable agreement.” What this premise omits is that the November 22 draft reflected the NAPM’s rejection of the draft the FCC staff reviewed and was sufficiently satisfied with its content to deliver to the NAPM. The

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reasonableness of our concerns was evident from Neustar's reliance on the Commission staff policy regarding the necessity for transparency of NPAC testing-related information.<sup>1</sup> A fair account of the foregoing would include such evidence of Neustar's good faith and reasonable cooperation.

Additionally, the Letter's implication that national security-related information is potentially at risk due to the NDA negotiations is incorrect. Neustar originally proposed making explicit in the NDA that national security information must be protected. Neustar also is the party which proposed several concrete measures to mitigate potential risks to U.S. national security interests that could arise from the transition. It is deeply troubling that the Letter would suggest Neustar does not have the utmost respect and concern for the protection of national security-related information.

Finally, the Letter erroneously implies that Neustar was somehow the cause for delay. The NAPM can, and has, safely delivered transition-related confidential information with Neustar under the existing confidentiality agreement. Any delay to this point is the result of iconectiv being required to start from scratch its software development because of its impermissible use of foreign nationals. Consequently, for practical purposes, we remain in the software development phase of the transition. The transition of the service from Neustar to iconectiv has not even begun. Thus, the suggestion that Neustar is the cause of delays is baseless.

With regard to the pending transaction by which Neustar will have new owners, these parties will honor Neustar's private contracts (including the MSA and NDA with the NAPM and other parties). We intend to meet with the Commission to discuss the transaction in the near term.

Neustar has provided the NAPM with a revised draft that we believe should resolve the open issues. Neustar remains committed to working diligently with the NAPM to bridge any perceived remaining gaps. With regard to the Letter, Neustar reserves all rights and remedies, including the right to seek review of the Bureaus' action at the appropriate time.

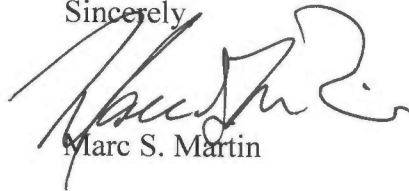
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<sup>1</sup> See Letter from Marilyn Jones, Designated Federal Officer, North American Numbering Council to The Honorable Betty Anne Kane, Chair, Public Service Commission of the District of Columbia (March 10, 2016).

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Please do not hesitate to contact me with any questions.

Sincerely

A handwritten signature in black ink, appearing to read "Marc S. Martin", with a stylized flourish at the end.

Marc S. Martin